

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

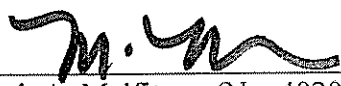
IN RE: POLAROID CORPORATION

WIND DOWN ASSOCIATES, LLC as Plan)	
Administrator on Behalf of the)	
Estates of Polaroid Corporation <u>et al.</u> ,)	
)	
Plaintiff,)	
v.)	Civil Action No. 04-696 -SLR
)	
JAMES MARTIN,)	
)	
Defendant.)	

STIPULATION OF DISMISSAL WITH PREJUDICE

Pursuant to Federal Rules Civil Procedure 41, Plaintiff and Defendant hereby stipulate that the above-captioned case be dismissed with prejudice. Each party shall bear its own costs and expenses. This adversary proceeding is hereby closed.

YOUNG CONAWAY STARGATT
& TAYLOR, LLP



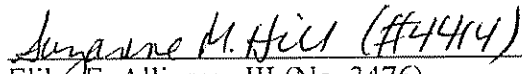
Joseph A. Malfitano (No. 4020)
Maribeth L. Minella (No. 4185)
Erin Edwards (No. 4392)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19899-0391
Phone: (302) 571-6600
Email: mminella@ycst.com

-and-

KELLEY DRYE & WARREN LLP
Jay N. Heinrich
101 Park Avenue
New York, New York 10178
Phone: (212) 803-7800

Attorneys for Plaintiff

POTTER ANDERSON & CORROON LLP



Elihu E. Allinson, III (No. 3476)
Suzanne M. Hill (No. 4414)
Hercules Plaza, Sixth Floor
1313 North Market Street
P.O. Box 951
Wilmington, Delaware 19899-0591
Phone: (302) 984-6000
Email: shill@potteranderson.com

and-

MCDERMOTT WILL & EMERY LLP
Stephen B. Selbst
50 Rockefeller Plaza
New York, New York 10020
Phone: (212) 547-5400

Attorneys for Defendant

SO ORDERED:

Date: _____, 2005

CERTIFICATE OF SERVICE

I, Maribeth L. Minella, Esquire hereby certify that on April 22, 2005, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Elihu Ezekiel Allison, III, Esquire
Potter Anderson & Corroon, LLP
1313 N. Market St., Hercules Plaza, 6th Fl.
P.O. Box 951
Wilmington, DE 19801

I further certify that on April 22, 2005, I caused a copy of the foregoing document to be served on the following non-registered participants in the manner indicated:

BY FIRST-CLASS MAIL

Stephen B. Selbst, Esq.
McDermott Will Emery LLP
50 Rockefeller Plaza
New York, NY 10020

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Maribeth L. Minella (No. 4185)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
(302) 571-6600
mminella@ycst.com

Attorneys for Plaintiff